q is an integer of from 3 to 6;

A is NR^6;

A 1 Cont

E is NR^7;

J is O;

T is $(CH_2)_b$ wherein b is an integer of from 0 to 2;

M is selected from the group consisting of $C(R^9)(R^{10})$ and

$(CH_2)_u$ wherein u is an integer of from 0 to 1;

L is $(CH_2)_n$ wherein n is an integer of 0 or 1;

X is selected from the group consisting of CO_2B, and tetrazolyl;

W is selected from the group consisting of C and CR^{15};

B is H or alkyl;

R^1 at each occurrence is independently selected from the group consisting of hydrogen, halogen, alkyl, alkoxy, $-CF_3$, $-NH_2$, -OH, $-NHC(O)N(C_1-C_3$ alkyl)$C(O)NH(C_1-C_3$ alkyl), $-NHSO_2(C_1-C_3$ alkyl), alkylamino, $di(C_1-C_3$ alkyl)amino, cycloalkyl, aryl, arylamino, heterocyclyl and sulfonamido;

R^2 and R^3 are hydrogen;

R^4 is selected from the group consisting of hydrogen, alkyl, aryl, biaryl, heterocyclyl, alkylaryl, aralkyl, heterocyclylalkyl and alkylheterocyclyl;

R^5 at each occurrence is independently selected from the group consisting of alkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, heterocyclylalkyl, heterocyclyl and aryloxyalkyl;

R^6 and R^7 are independently hydrogen or alkyl;

R^9 and R^{10} are independently selected from the group consisting of hydrogen, alkyl and halogen; and

R^{15} is hydrogen;

wherein B, R^1, R^2, R^3, R^4, R^5, R^6, R^7, R^9, R^{10} and R^{15} are unsubstituted or substituted with at least one electron donating or electron withdrawing group;

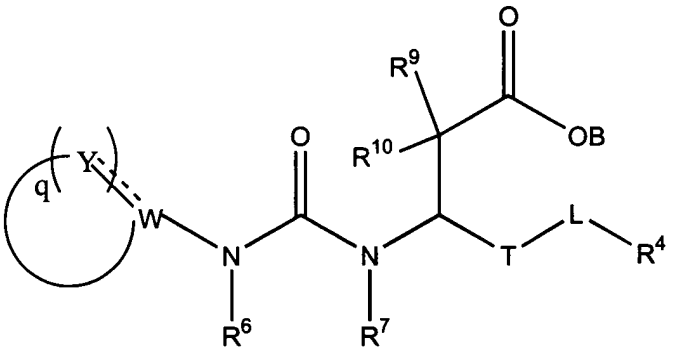
and wherein when A is NR^6 and at least one Y is CR^1, R^1 and R^6 taken together may form a ring;

or a pharmaceutically acceptable salt thereof.

Please amend claim 4 as follows:

A2

4. (once amended) A compound of the structure



wherein Y, at each occurrence, is independently selected from the group consisting of C(O), N, CR^1, $C(R^2)(R^3)$, NR^5 and CH;

q is an integer of from 3 to 6;

T is $(CH_2)_b$ wherein b is an integer of 0 to 2;

L is $(CH_2)_n$ wherein n is an integer of 0 or 1;

W is selected from the group consisting of C and CR^{15};

B is H or alkyl;

R^1 at each occurrence is independently selected from the group consisting of hydrogen, halogen, alkyl, alkoxy, $-CF_3$, $-NH_2$, -OH, $-NHC(O)N(C_1\text{-}C_3$ alkyl)$C(O)NH(C_1\text{-}C_3$ alkyl), $-NHSO_2(C_1\text{-}C_3$ alkyl), alkylamino, di($C_1\text{-}C_3$ alkyl)amino, cycloalkyl, aryl, arylamino, heterocyclyl and sulfonamido;

R^2 and R^3 are hydrogen;

R^4 is selected from the group consisting of hydrogen, alkyl, aryl, biaryl, heterocyclyl, alkylaryl, aralkyl, heterocyclylalkyl and alkylheterocyclyl;

R^5 at each occurrence is independently selected from the group consisting of alkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, heterocyclylalkyl, heterocyclyl and aryloxyalkyl;

R^6 and R^7 are independently hydrogen or alkyl; and

A2

R^9 and R^{10} are independently selected from the group consisting of hydrogen, alkyl and halogen;

wherein B, R^1, R^2, R^3, R^4, R^5, R^6, R^7, R^9, R^{10} and R^{15} are unsubstituted or substituted with at least one electron donating or electron withdrawing group;

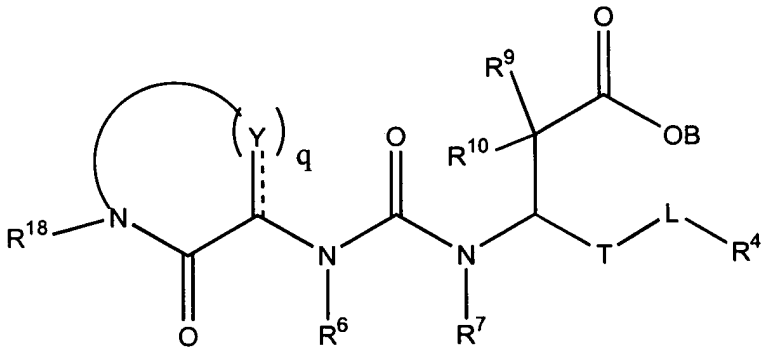
and wherein when at least one Y is CR^1, R^1 and R^6 taken together may form a ring;

or a pharmaceutically acceptable salt thereof.

Please amend claim 7 as follows:

A3

7. (once amended) A compound of the structure



wherein Y, at each occurrence, is independently selected from the group consisting of C(O), N, CR^1, $C(R^2)(R^3)$ and CH;

q is an integer of from 2 to 4;

T is $(CH_2)_b$ wherein b is an integer of 0 to 2;

L is $(CH_2)_n$ wherein n is an integer of 0 or 1;

B is H or alkyl;

R^1 at each occurrence is independently selected from the group consisting of

hydrogen, halogen, alkyl, alkoxy, $-CF_3$, $-NH_2$, -OH, $-NHC(O)N(C_1-C_3$ alkyl)$C(O)NH(C_1-C_3$ alkyl), $-NHSO_2(C_1-C_3$ alkyl), alkylamino, di(C_1-C_3 alkyl)amino, cycloalkyl, aryl, arylamino, heterocyclyl and sulfonamido;

A3

R^2 and R^3 are hydrogen;

R^4 is selected from the group consisting of

hydrogen, alkyl, aryl, biaryl, heterocyclyl, alkylaryl, aralkyl, heterocyclylalkyl and alkylheterocyclyl;

R^6 R^7 are independently hydrogen or alkyl;

R^9 and R^{10} are independently selected from the group of

hydrogen, alkyl and halogen; and

R^{18} is selected from the group consisting of

hydrogen, alkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, alkylheterocyclyl, heterocyclylalkyl, heterocyclyl and aryloxyalkyl;

wherein B, R^1, R^2, R^3, R^4, R^5, R^6, R^7, R^9, R^{10}, R^{11} and R^{18} are

unsubstituted or substituted with at least one electron donating or electron withdrawing group;

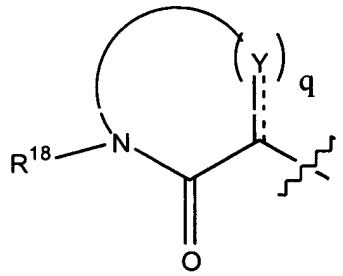
and wherein when at least one Y is CR^1, R^1 and R^6 taken together may form a ring;

or a pharmaceutically acceptable salt thereof.

Please amend claim 10 as follows:

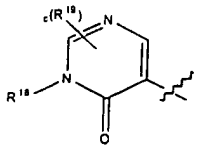
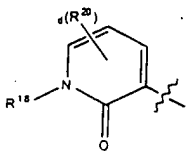
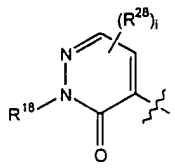
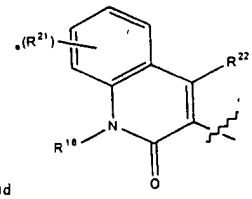
A4

10. (once amended) A compound of claim 7 wherein



is selected from the group consisting of

A4 Cont




and

;

wherein R^{18} is selected from the group consisting of alkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, heterocyclylalkyl, heterocyclyl and aryloxyalkyl;

R^{19} at each occurrence is independently selected from the group consisting of alkyl, heterocyclyl and aryl;

R^{20} at each occurrence is independently selected from the group consisting of hydrogen, halogen, alkyl, alkoxy, $-CF_3$, $-NH_2$, -OH, $-NHC(O)N(C_1-C_3$ alkyl)$C(O)NH(C_1-C_3$ alkyl), $-NHSO_2(C_1-C_3$ alkyl), alkylamino, di(C_1-C_3 alkyl)amino, cycloalkyl, aryl, arylamino, heterocyclyl and sulfonamido;

R^{21} is hydrogen;

R^{28} at each occurrence is independently selected from the group consisting of alkyl and hydroxy;

c is an integer of zero to two;

d is an integer of zero to three;

e is an integer of zero to four; and

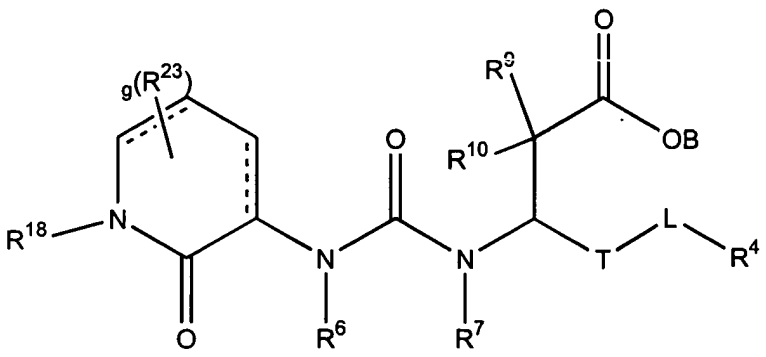
i is an integer of zero to two.

Please amend claim 12 as follows:

A5

12. (once amended) A compound of the structure

AS Cont



wherein T is $(CH_2)_b$ wherein b is an integer of from 0 to 2;

L is $(CH_2)_n$ wherein n is an integer of 0 or 1;

g is an integer of from 0 to 7;

B is H or alkyl;

R^4 is selected from the group consisting of

hydrogen, alkyl, aryl, biaryl, heterocyclyl, alkylaryl, aralkyl, heterocyclylalkyl and alkylheterocyclyl;

R^6 and R^7 are independently hydrogen or alkyl;

R^9 and R^{10} are independently selected from the group consisting of

hydrogen, alkyl and halogen;

R^{18} is selected from the group consisting of

alkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, heterocyclylalkyl, heterocyclyl and aryloxyalkyl; and

R^{23} at each occurrence is independently selected from the group consisting of

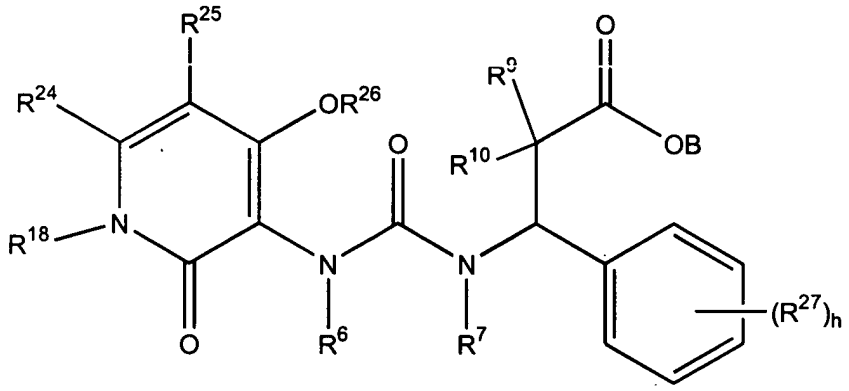
hydrogen, halogen, alkyl, alkoxy, $-CF_3$, $-NH_2$, -OH, $-NHC(O)N(C_1\text{-}C_3$ alkyl)$C(O)NH(C_1\text{-}C_3$ alkyl), $-NHSO_2(C_1\text{-}C_3$ alkyl), alkylamino, di($C_1\text{-}C_3$ alkyl)amino, cycloalkyl, aryl, arylamino, heterocyclyl and sulfonamido;

wherein B, R^4, R^6, R^7, R^9, R^{10}, R^{18} and R^{23} are unsubstituted or substituted with at least one electron donating or electron withdrawing group;

or a pharmaceutically acceptable salt thereof.

Please amend claim 14 as follows:

A 6 14. (once amended) A compound of the structure



wherein h is an integer of zero to five;

B, R^6, R^7, R^9, R^{10} are independently selected from the group consisting of hydrogen and alkyl;

R^{18} is selected from the group consisting of alkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, heterocyclylalkyl, heterocyclyl and aryloxyalkyl;

A6 cont

R^{24} is selected from the group consisting of hydrogen, alkyl and aryl;

R^{25} is selected from the group consisting of hydrogen, halogen, alkyl and cycloalkyl;

R^{26} is selected from the group consisting of hydrogen, alkyl and aralkyl; and

R^{27} at each occurrence is independently selected from the group consisting of halogen, hydroxyl, alkyl, alkoxy, thioalkoxy, $-CF_3$, alkylamino, alkenylamino, di(C_1-C_3 alkyl)amino, haloalkyl, alkoxyalkoxy, cycloalkyl, aryl, sulfonyl and $-SO_2$-(C_1-C_3 alkyl);

wherein B, R^6, R^7, R^9, R^{10}, R^{18}, R^{24}, R^{25}, R^{26} and R^{27} are unsubstituted or substituted with at least one electron donating or electron withdrawing group;

wherein R^{24} and R^{25} taken together may form a ring,

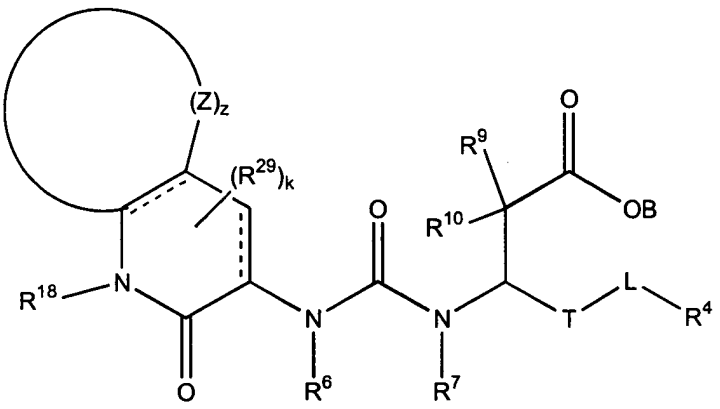
or a pharmaceutically acceptable salt thereof.

15. (once amended) The compound of claim 14 wherein B, R^6, R^7, R^9, R^{10}, R^{24}, R^{25} and R^{26} are each independently hydrogen or alkyl and R^{18} is substituted or unsubstituted aralkyl.

Please amend claim 17 as follows:

17. (once amended) A compound of the structure

A7 Cont



wherein Z, at each occurrence, is independently selected from the group consisting of CR^{30}, $C(R^{31})(R^{32})$, CH, O and S;

z is an integer of from 3 to 5;

k is 1;

T is $(CH_2)_b$ wherein b is an integer of from 0 to 1;

L is $(CH_2)_n$ wherein n is an integer of 0 or 1;

B is selected from the group consisting of hydrogen and alkyl;

R^4 is selected from the group consisting of hydrogen, aryl, alkyl, aralkyl, heterocyclyl and biaryl;

R^6, R^7, R^9, R^{10}, R^{30}, R^{31} and R^{32} are hydrogen;

R^{18} is aralkyl; and

R^{29} is hydroxyl;

wherein B, R^4, R^6, R^7, R^9, R^{10}, R^{18}, R^{29}, R^{30}, R^{31} and R^{32} are unsubstituted or substituted with at least one electron donating or electron withdrawing group;

or a pharmaceutically acceptable salt thereof.